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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

TOM FORESE - Chairman
BOB BURNS
DOUG LITTLE
ANDY TOBIN
BOYD DUNN

Arizona Corporation Commission

DOCKETED

MAY 22 2017

DOCKETED BY

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In the matter of:

Visionary Business Works, Inc., d/b/a
Fleetronix, an Arizona corporation,

Robert Brian Brauer and Melissa Brauer,
husband and wife,

Timothy John Wales and Stacey Wales,
husband and wife,

Respondents.

DOCKET NO. S-20976A-16-0210

DECISION NO. 76077

**ORDER TO CEASE AND DESIST AND
ORDER FOR ADMINISTRATIVE
PENALTIES AND CONSENT TO SAME
BY: RESPONDENTS ROBERT BRIAN
BRAUER AND MELISSA BRAUER**

Respondents Robert Brian Brauer ("Robert Brauer") and Melissa Brauer (collectively, "Respondents") elect to permanently waive any right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order to Cease and Desist and Order for Administrative Penalties ("Order"). Respondents admit the jurisdiction of the Arizona Corporation Commission ("Commission"); neither admit nor deny the Findings of Fact and Conclusions of Law contained in this Order; and consent to the entry of this Order by the Commission.

I.

FINDINGS OF FACT

1. Robert Brauer is a married man who was a resident of Arizona from at least December 2010 to May 2012. Robert Brauer has not been registered by the Commission as a securities salesman or dealer.

2. Melissa Brauer has been at all relevant times the spouse of Robert Brauer. Melissa Brauer is joined in this action under A.R.S. § 44-2031(C) solely for purposes of determining the liability of the marital community.

3. At all relevant times, Robert Brauer has been acting for his own benefit and for the benefit or in furtherance of the marital community.

4. In December 2010, Visionary Business Works, Inc. ("Visionary"), an Arizona corporation that sold fleet management software, hired Robert Brauer to be its Chief Financial Officer.

5. In July 2011, Brauer offered and sold Visionary stock to a married couple in Arizona ("the Investors"). Brauer visited the Investors at their home in Arizona to discuss investing in Visionary, and while he was there he showed them Visionary financial documents on his computer.

6. On July 28, 2011, the Investors invested \$300,000 and received 25% of Visionary's common stock, which were securities that have not been registered by the Commission. Visionary also issued a stock certificate to the Investors signed by Robert Brauer and dated July 29, 2011.

7. To date, the Investors have not received any repayment of their investment.

II.

CONCLUSIONS OF LAW

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.

2. Respondent Robert Brauer offered or sold securities within or from Arizona, within the meaning of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

3. Respondent Robert Brauer violated A.R.S. § 44-1841 by offering or selling securities that were neither registered nor exempt from registration.

4. Respondent Robert Brauer violated A.R.S. § 44-1842 by offering or selling securities while neither registered as a dealer or salesman nor exempt from registration.

5. Respondent Robert Brauer's conduct is grounds for a cease and desist order pursuant to A.R.S. § 44-2032.

1 6. Respondent Robert Brauer's conduct is grounds for administrative penalties under
2 A.R.S. § 44-2036.

3 7. Respondent Robert Brauer acted for the benefit of the marital community and,
4 pursuant to A.R.S. §§ 25-214 and 25-215, this order for administrative penalties is a debt of the
5 community.

6 **III.**
7 **ORDER**

8 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and Respondents'
9 consent to the entry of this Order, attached and incorporated by reference, the Commission finds that
10 the following relief is appropriate, in the public interest, and necessary for the protection of investors:

11 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that Respondent Robert Brauer, and any of
12 Respondent Robert Brauer's agents, employees, successors and assigns, permanently cease and desist
13 from violating the Securities Act.

14 IT IS FURTHER ORDERED that Respondents comply with the attached Consent to Entry
15 of Order.

16 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that Respondent Robert Brauer
17 individually, and the marital community of Respondents Robert Brauer and Melissa Brauer, jointly
18 and severally shall pay an administrative penalty in the amount of \$10,000 as a result of the conduct
19 set forth in the Findings of Fact and Conclusions of Law. Payment is due in full on the date of this
20 Order. Payment shall be made to the "State of Arizona." Any amount outstanding shall accrue interest
21 as allowed by law.

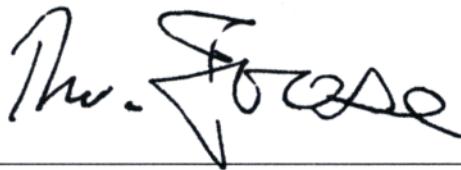
22 For purposes of this Order, a bankruptcy filing by Respondents shall be an act of default. If
23 Respondents do not comply with this Order, any outstanding balance may be deemed in default and
24 shall be immediately due and payable.

1 IT IS FURTHER ORDERED, that if Respondents fail to comply with this order, the
2 Commission may bring further legal proceedings against Respondents, including application to the
3 superior court for an order of contempt.


4 IT IS FURTHER ORDERED, that no finding of fact or conclusion of law contained in this
5 Order shall be deemed binding against any Respondent under this Docket Number who has not
6 consented to the entry of this Order.

7 IT IS FURTHER ORDERED that this Order shall become effective immediately.

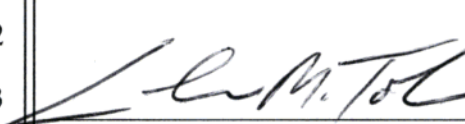
8 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

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11 CHAIRMAN FORESE



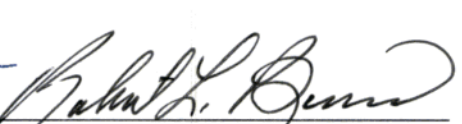
12 COMMISSIONER DUNN

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14 COMMISSIONER TOBIN




COMMISSIONER LITTLE



COMMISSIONER BURNS



IN WITNESS WHEREOF, I, TED VOGT, Executive Director
of the Arizona Corporation Commission, have hereunto set my
hand and caused the official seal of the Commission to be
affixed at the Capitol, in the City of Phoenix, this 22nd day
of May, 2017.



22 TED VOGT
23 EXECUTIVE DIRECTOR

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DISSENT

DISSENT

1 This document is available in alternative formats by contacting Kacie Cannon, ADA Coordinator,
2 voice phone number (602) 542-3931, e-mail kcannon@azcc.gov.

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CONSENT TO ENTRY OF ORDER

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2 1. Respondents admit the jurisdiction of the Commission over the subject matter of this
3 proceeding. Respondents acknowledge that Respondents have been fully advised of Respondents'
4 right to a hearing to present evidence and call witnesses, and Respondents knowingly and voluntarily
5 waive any and all rights to a hearing before the Commission and all other rights otherwise available
6 under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. Respondents
7 acknowledge that this Order to Cease and Desist and Order for Administrative Penalties ("Order")
8 constitutes a valid final order of the Commission.

9 2. Respondents knowingly and voluntarily waive any right under Article 12 of the
10 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief resulting
11 from the entry of this Order.

12 3. Respondents acknowledge and agree that this Order is entered into freely and
13 voluntarily and that no promise was made or coercion used to induce such entry.

14 4. Respondents have been represented by an attorney in this matter, Respondents have
15 reviewed this order with their attorney, Michael Troncellito of Michael A Troncellito Jr, PLLC, and
16 understand all terms it contains. Respondents acknowledge that their attorney has apprised them of
17 their rights regarding any conflicts of interest arising from dual representation. Respondents
18 acknowledge that they have each given their informed consent to such representation.

19 5. Respondents neither admit nor deny the Findings of Fact and Conclusions of Law
20 contained in this Order. Respondents agree that Respondents shall not contest the validity of the
21 Findings of Fact and Conclusions of Law contained in this Order in any present or future proceeding
22 in which the Commission is a party.

23 6. The Respondents further agree that they shall not deny or contest the Findings of Fact
24 and Conclusions of Law contained in this Order in any present or future: (a) bankruptcy proceeding,
25 or (b) non-criminal proceeding in which the Commission is a party (collectively, "proceeding(s)").
26 They further agree that in any such proceedings, the Findings of Fact and Conclusions of Law

1 contained in this Order may be taken as true and correct and that this Order shall collaterally estop
2 them from re-litigating with the Commission or any other state agency, in any forum, the accuracy
3 of the Findings of Fact and Conclusions of Law contained in this Order. In the event either of the
4 Respondents pursue bankruptcy protection in the future, they further agree that in such bankruptcy
5 proceeding, pursuant to 11 U.S.C. § 523(a)(19), the following circumstances exist:

6 A. The obligations incurred as a result of this Order are a result of the conduct set forth
7 in the Findings of Fact and Conclusions of Law in the Order and are for the violation of Arizona
8 state securities laws, pursuant to 11 U.S.C. § 523(a)(19)(A)(i);

9 B. This Order constitutes a judgment, order, consent order, or decree entered in a state
10 proceeding pursuant to 11 U.S.C. § 523(a)(19)(B)(i), a settlement agreement entered into by
11 Respondents pursuant to 11 U.S.C. § 523(a)(19)(B)(ii), and a court order for damages, fine, penalty,
12 citation, restitution payment, disgorgement payment, attorney fee, cost or other payment owed by
13 Respondents pursuant to 11 U.S.C. § 523(a)(19)(B)(iii).

14 7. By consenting to the entry of this Order, Respondents agree not to take any action or
15 to make, or permit to be made, any public statement denying, directly or indirectly, any Finding of
16 Fact or Conclusion of Law in this Order or creating the impression that this Order is without factual
17 basis.

18 8. While this Order settles this administrative matter between Respondents and the
19 Commission, Respondents understand that this Order does not preclude the Commission from
20 instituting other administrative or civil proceedings based on violations that are not addressed by this
21 Order.

22 9. Respondents understand that this Order does not preclude the Commission from
23 referring this matter to any governmental agency for administrative, civil, or criminal proceedings
24 that may be related to the matters addressed by this Order.

1 10. Respondents understand that this Order does not preclude any other agency or officer
2 of the state of Arizona or its subdivisions from instituting administrative, civil, or criminal
3 proceedings that may be related to matters addressed by this Order.

4 11. Respondent Robert Brauer agrees that he will not apply to the state of Arizona for
5 registration as a securities dealer or salesman or for licensure as an investment adviser or investment
6 adviser representative until such time as all penalties under this Order are paid in full.

7 12. Respondent Robert Brauer agrees that he will not exercise any control over any entity
8 that offers or sells securities or provides investment advisory services within or from Arizona until
9 such time as all penalties under this Order are paid in full.

10 13. Respondent Robert Brauer agrees that he will continue to cooperate with the
11 Securities Division including, but not limited to, providing complete and accurate testimony at any
12 hearing in this matter and cooperating with the state of Arizona in any related investigation or any
13 other matters arising from the activities described in this Order.

14 14. Respondents acknowledge that any penalties imposed by this Order are obligations of
15 the Respondents as well as the marital community.

16 15. Respondents consent to the entry of this Order and agree to be fully bound by its terms
17 and conditions.

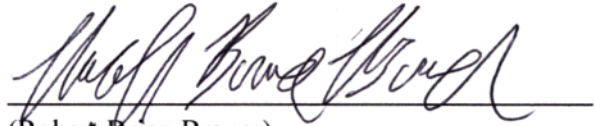
18 16. Respondents acknowledge and understand that if Respondents fail to comply with the
19 provisions of the order and this consent, the Commission may bring further legal proceedings against
20 Respondents, including application to the superior court for an order of contempt.

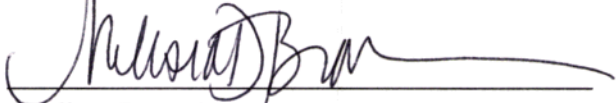
21 17. Respondents understand that default shall render Respondents liable to the
22 Commission for its costs of collection, including reasonable attorneys' fees and interest at the
23 maximum legal rate.

24 18. Respondents agree and understand that if Respondents fail to make any payment as
25 required in the Order, any outstanding balance shall be in default and shall be immediately due and
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1 payable without notice or demand. Respondents agree and understand that acceptance of any partial
2 or late payment by the Commission is not a waiver of default by the Commission.

3 19. Respondents agree that they will bear their own costs and expenses (including legal
4 and accounting fees and expenses) incurred in connection with this matter.

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7 (Robert Brian Brauer)

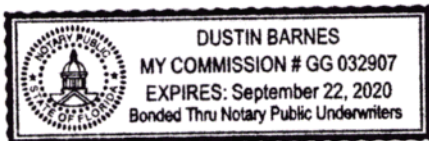
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9 (Melissa Brauer)

10 STATE OF FLORIDA)
11 County of Pinellas) ss

12 SUBSCRIBED AND SWORN TO BEFORE me this 24 day of March 2017.
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15 NOTARY PUBLIC

16 My commission expires:
17 _____



1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

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3 COMMISSIONERS

4 TOM FORESE - Chairman
5 BOB BURNS
6 DOUG LITTLE
ANDY TOBIN
BOYD DUNN

7 In the matter of:

DOCKET NO. S-20976A-16-0210

8 Visionary Business Works, Inc., d/b/a Fleetronix,
9 an Arizona corporation,

**CERTIFICATION OF SERVICE OF
PROPOSED OPEN MEETING AGENDA
ITEM**

10 Robert Brian Brauer and Melissa Brauer, husband
and wife,

11 Timothy John Wales and Stacey Wales, husband
and wife,

12 Respondent.
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15 On this 24th day of April, 2017, the foregoing document was filed with Docket Control as a
16 Securities Division Memorandum & Proposed Order, and copies of the foregoing were mailed on
17 behalf of the Securities Division to the following who have not consented to email service. On this
18 date or as soon as possible thereafter, the Commission's eDocket program will automatically email
19 a link to the foregoing to the following who have consented to email service.

20 Norman C. Keyt
21 7373 E. Doubletree Ranch Rd., Suite 165
22 Scottsdale Arizona 85258
Attorney for Timothy Wales and Stacey Wales

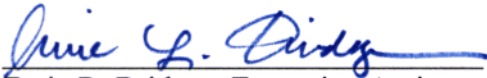
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1 Michael A. Troncellito
2 Troncellito Law
3 11811 N. Tatum Boulevard, Suite 3031
4 Phoenix, AZ 85028
5 Attorney for Robert Brian Brauer and Melissa Brauer

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7 By: 
8 Emie R. Bridges, Executive Assistant
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